

**KUTAK ROCK LLP**  
Loc Pfeiffer (VSB 39632)  
Peter J. Barrett (VSB 46179)  
Kimberly A. Pierro (VSB 71362)  
Bank of America Center  
1111 East Main Street, Suite 800  
Richmond, Virginia 23219-3500  
Telephone: (804) 644-1700  
*Counsel to Shoppes of Beaver Creek Ltd. and  
Jubilee-Springdale, LLC*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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In re:

CIRCUIT CITY STORES, INC., *et al.*,  
  
Debtors.

Case No. 08-35653-KRH  
Chapter 11  
Jointly Administered

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**RESPONSE AND OPPOSITION TO LIQUIDATING TRUST'S EIGHTH  
OMNIBUS OBJECTION TO LANDLORD CLAIMS SEEKING TO  
AMEND/EXPUNGE CLAIMS 12770 AND 12771 FILED BY SHOPPES OF  
BEAVERCREEK LTD AND JUBILEE-SPRINGDALE, LLC**

The Shoppes of Beaver Creek Ltd. ("Beaver Creek") and Jubilee-Springdale, LLC ("Jubilee"), by counsel, having filed proofs of claim identified and included in the above captioned *Liquidating Trust's Eighth Omnibus Objection to Landlord Claims* (the "Objection"), do hereby oppose and respond, as set forth below:

1. Circuit City Stores, Inc. and certain of its affiliated entities (collectively, "Debtors") filed a petition for relief on or about November 10, 2008 ("Petition Date"). After the Petition Date, Debtors continued to be in possession of and to operate their business.

2. On or about May 1, 2009, Beaver Creek filed a proof of claim, number 12770 (the "Beaver Creek Claim"), amending claim number 9243 and setting forth a

general unsecured claim in the amount of \$721,557.53 representing sums due under the Debtor's lease with Beaver Creek and rejection damages due under that lease. A copy of the Beaver Creek Claim is attached as **Exhibit A**.

3. On or about May 1, 2009, Jubilee filed a proof of claim, number 12771 (the "Jubilee Claim," and together with the Beaver Creek Claim, the "Claims"), amending claim number 9248 and setting forth a general unsecured claim in the amount of \$759,541.86 representing sums due under the Debtor's lease with Jubilee and rejection damages due under that lease. This claim is for the Debtor's obligations at a location separate from the Beaver Creek location. A copy of the Jubilee Claim is attached as **Exhibit B**.

4. The Objection seeks to disallow and expunge the Jubilee Claim and lists the Beaver Creek Claim as the surviving claim. However, the Debtors have mischaracterized the Claims, confusing the Beaver Creek Claim as an amendment to the Jubilee Claim rather than a proof of claim with a separate basis for recovery. As the Claims are separate in both amounts and bases for relief, the Debtor has provided no basis for the disallowance of either.

5. Based on the above, the Objection should be denied, without further expense, time and effort to the claimant and to the estates of these Debtors.

**WHEREFORE**, Beaver Creek and Jubilee respectfully request that this Court deny the relief requested in the Objection as it relates to the Claims in its entirety; require Debtors to amend their erroneous classification of the Claims; and such other and further relief as is just and proper.

Dated: Richmond, Virginia  
April 7, 2011

Respectfully submitted,

/s/ Kimberly A. Pierro

**KUTAK ROCK LLP**

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Peter J. Barrett (VSB 46179)

Kimberly A. Pierro (VSB 71362)

Bank of America Center

1111 East Main Street, Suite 800

Richmond, Virginia 23219-3500

Telephone: (804) 644-1700

*Counsel to Shoppes of Beavercreek Ltd. and  
Jubilee-Springdale, LLC*

**CERTIFICATE OF SERVICE**

I hereby certify under penalty of perjury that on April 7, 2011, a true and exact copy of the foregoing was served via ECF notification to the following:

Jeffrey N. Pomerantz, Esq.  
Andrew W. Caine, Esq.  
Pachulski Stang Ziehl & Jones LLP  
10100 Santa Monica Boulevard  
Los Angeles, CA 90067-4100

Lynn L. Tavenner, Esq.  
Paula S. Beran, Esq.  
Tavenner & Beran, PLC  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, VA 23219

/s/ Kimberly A. Pierro


Counsel

**DECLARATION**

I declare under penalty of perjury and pursuant to 28 U.S.C. § 1746 that to the best of my knowledge the foregoing is true and correct.

Dated: April 7, 2011

**JUBILEE-SPRINGDALE, LLC**

By:   
Name: Benton E. Kraner  
Title: Senior Vice President of its  
Managing Member

**DECLARATION**

I declare under penalty of perjury and pursuant to 28 U.S.C. § 1746 that to the best of my knowledge the foregoing is true and correct.

Dated: April 7, 2011

**THE SHOPPES OF BEAVERCREEK LTD.**

By: Benton E. Kramer  
Name: Benton E. Kramer  
Title: Manager of Partner

#12770

B 10 Official Form 10) (12/07)

## UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

## PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below.)

- ☒ Circuit City Stores, Inc. (Case No. 08-35653) ☐ CC Distribution Company of Virginia, Inc (Case No. 08-35659) ☐ Abbott Advertising, Inc. (Case No 08-35665)
- ☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654) ☐ Circuit City Stores PR, LLC (Case No 08-35680) ☐ Mayland MN. LLC (Case No 08-35666)
- ☐ InterTAN, Inc (Case No 08-35655) ☐ Circuit City Properties, LLC (Case No 08-35661) ☐ Patapasco Designs, Inc (Case No 08-35667)
- ☐ Ventoux International, Inc (Case No. 08-35656) ☐ Orbyx Electronics, LLC (Case No. 08-35662); ☐ Sky Venture Corporation (Case No. 08-35666)
- ☐ Circuit City Purchasing Company, LLC (Case No. 08-35657) ☐ Kinzer Technology, LLC (Case No 08-35663) ☐ XSstuff, LLC (Case No. 08-35669)
- ☐ CC Aviation, LLC (Case No. 08-35658) ☐ Courchevel, LLC (Case No. 08-35664) ☐ PRAHS, INC. (Case No. 08-35670)

NOTE: This fns. should not be used to make a claim for administrative expenses arising after the commencement of the case. A request may be filed pursuant to 11 U.S.C. § 503(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property):  
**SHOPPES OF BEAVERCREEK LTD**

☒ Check this box to indicate that this claim amends a previously filed claim

Name and address where notices should be sent:

NameID: 4526980

PackID: 292155

Court Claim Number: 9243

**SHOPPES OF BEAVERCREEK LTD**

Attention: KIMBERLY A. PIERRO, ESQ.

KUTAK ROCK LLP

1111 E. MAIN STREET, STE 800

RICHMOND, VA 23219

Telephone number: (614) 449-4831

(If known)

Filed on: 1/30/09

Name and address where payment should be sent (if different from above):

Telephone number:

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: **\$ 721,557.53**

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: **pre-petition rent and 502(b)(6)**

(See instruction 12 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_

3a. Debtor may have scheduled account as: \_\_\_\_\_  
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction 114 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other  
Describe:

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate \_\_\_\_\_%

Amount of arrearage and other charges as of time case filed included in secured claim,  
if any: \$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

6. Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  
If the documents are not available, please explain:

Date:  
4/30/09

Signature: the person filing this claim must sign it Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

**Kimberly A. Pierro, Counsel for Shoppes of Beaver Creek Ltd.**

FOR COURT USE

**RECEIVED**  
**MAY 01 2009**

KURTZMAN CARSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or Imprisonment for up to 5 years, or both 18 U.S.C. 152 and 3571.

EXHIBIT

A



083565309050100000000018

**KUTAK ROCK LLP**

SUITE 800  
BANK OF AMERICA CENTER  
1111 EAST MAIN STREET  
RICHMOND, VIRGINIA 23219-3500

804-644-1700  
FACSIMILE 804-783-6192

[www.kutakrock.com](http://www.kutakrock.com)

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IRVINE  
KANSAS CITY  
LITTLE ROCK  
LOS ANGELES  
OKLAHOMA CITY  
OMAHA  
SCOTTSDALE  
WASHINGTON  
WICHITA

SHEREE T. EDINGTON  
[sheree.edington@kutakrock.com](mailto:sheree.edington@kutakrock.com)  
(804) 644-1700

April 30, 2009

**VIA FEDEX**

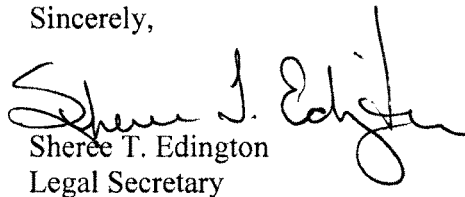
Circuit City Claims Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, California 90245

Re: Jubilee-Springdale, LLC and Shoppes of Beaver Creek Ltd.

Dear Sir or Madam:

Enclosed please find Proof of Claims for the two above-referenced creditors. Do not hesitate to contact us should you have any questions or concerns.

Sincerely,

  
Sheree T. Edington  
Legal Secretary

ste

Enclosures

cc: Kimberly A. Pierro, Esq.

**In re Circuit City Stores, Inc.**

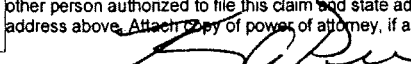
**Proof of Claim #9243 as Amended**

Pre-petition rent:	\$ 43,853.54
Damages pursuant to 11 U.S.C § 502(b)(6):	
15% of remaining term of lease: 1.35 years	<u>\$ 677,703.99</u>
<b>Total:</b>	<b>\$ 721,557.53</b>



#12771

B 10 Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
<b>Debtor against which claim is asserted: (Check only one box below:)</b>		
<div style="display: flex; flex-wrap: wrap;"><div style="width: 33%;"><input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653)</div><div style="width: 33%;"><input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659)</div><div style="width: 33%;"><input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665)</div><div style="width: 33%;"><input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654)</div><div style="width: 33%;"><input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)</div><div style="width: 33%;"><input type="checkbox"/> Mayland MN. LLC (Case No. 08-35666)</div><div style="width: 33%;"><input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)</div><div style="width: 33%;"><input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)</div><div style="width: 33%;"><input type="checkbox"/> Patapasco Designs, Inc. (Case No. 08-35667)</div><div style="width: 33%;"><input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)</div><div style="width: 33%;"><input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)</div><div style="width: 33%;"><input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)</div><div style="width: 33%;"><input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657)</div><div style="width: 33%;"><input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)</div><div style="width: 33%;"><input type="checkbox"/> XSStuff, LLC (Case No. 08-35669)</div><div style="width: 33%;"><input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)</div><div style="width: 33%;"><input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)</div><div style="width: 33%;"><input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)</div></div>		
<b>NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request may be filed pursuant to 11 U.S.C. § 503(a).</b>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>JUBILEE-SPRINGDALE, LLC</b>		<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim
Name and address where notices should be sent: <b>NameID: 4531535 PackID: 21817</b> <b>JUBILEE-SPRINGDALE, LLC</b> Attention: KIMBERLY A. PIERRO, ESQ. KUTAK ROCK LLP 1111 E. MAIN STREET, STE 800 RICHMOND, VA 23219  Telephone number: (614) 449-4831		Court Claim Number: <b>9248</b>  (if known) Filed on: <b>1/30/09</b>
Name and address where payment should be sent (if different from above):   Telephone number:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <b>\$ 759,541.86</b>  If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business,  <input type="checkbox"/> whichever is earlier --- 11 U.S.C. § 507(a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan --- 11 U.S.C. § 507(a)(5).  <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use --- 11 U.S.C. § 507(o)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units --- 11 U.S.C. § 507(a)(8).  <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____):  Amount entitled to priority: \$ _____  <small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after 1/1/09.</small>
2. Basis for Claim: <b>pre-petition rent and 502(b)(6)</b> (See instruction 12 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction 14 on reverse side.)  Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
Date: <b>4/30/09</b>	Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.   <b>Kimberly A. Pierro, Counsel for Jubilee-Springdale, LLC</b>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 and 3571.

EXHIBIT

B



083565309050100000000019

**KUTAK ROCK LLP**

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LOS ANGELES  
OKLAHOMA CITY  
OMAHA  
SCOTTSDALE  
WASHINGTON  
WICHITA

SHEREE T. EDINGTON  
[sheree.edington@kutakrock.com](mailto:sheree.edington@kutakrock.com)  
(804) 644-1700

April 30, 2009

**VIA FEDEX**

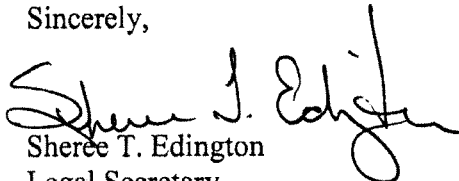
Circuit City Claims Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, California 90245

Re: Jubilee-Springdale, LLC and Shoppes of Beavercreek Ltd.

Dear Sir or Madam:

Enclosed please find Proof of Claims for the two above-referenced creditors. Do not hesitate to contact us should you have any questions or concerns.

Sincerely,

  
Sheree T. Edington  
Legal Secretary

ste

Enclosures

cc: Kimberly A. Pierro, Esq.

**In re Circuit City Stores, Inc.**

**Proof of Claim #9248 as Amended**

Pre-petition rent:	\$ 51,177.06
Damages pursuant to 11 U.S.C § 502(b)(6):	
15% of remaining term of lease: 1.2 years	<u>\$ 708,364.80</u>
<b>Total:</b>	<b>\$ 759,541.86</b>